

RECORDATION NO. 10534 FILED P, Q, R

DEC 31 '97

11-45 AM

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 31, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two copies of a Summary of Security Agreement, dated as of December 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents and two copies of an Assignment of Lease and two copies of a Subordination Agreement, also a secondary document.

The enclosed documents relate to the Lease which was previously filed with the Commission under Recordation Number 10534.

The names and addresses of the parties to the enclosed documents are:

Debtor/Assignor: Locomotive Leasing Associates, L.L.C.
1819 Peachtree Road
Atlanta, GA 30309

Secured Party/
Assignee: BTM Capital Corporation
125 Summer Street
Boston, MA 02110

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - *Part 1*

Vernon A. Williams
December 31, 1997
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Subordination Agreement

Debtor: Momentum Leasing Advisors, LLC
595 Market Street
San Francisco, CA 94105

Secured Party: BTM Capital Corporation
125 Summer Street
Boston, MA 02110

A description of the railroad equipment covered by the enclosed documents is:

thirty-four (34) locomotives BN 5013-BN 5046

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

DEC 31 '97

11-45 AM

SUMMARY OF SECURITY AGREEMENT

Re: Security Agreement dated as of December 31, 1997 between Locomotive Leasing Associates, L.L.C., (the "Debtor"), a Georgia limited liability company, with its principal place of business at 1819 Peachtree Road, Ste. 455, Atlanta, Georgia 30309-1847, and BTM Capital Corporation (the "Secured Party"), a Delaware corporation, with its principal place of business at 125 Summer Street, Boston, Massachusetts 02110."

WHEREAS the Debtor has become an obligor of the Secured Party; and

WHEREAS the Debtor has executed and delivered a security agreement to and in favor of the Secured Party, pursuant to which the Debtor has mortgaged, charged, pledged, assigned, transferred, and granted to the Secured Party a security interest in all the Debtor's right, title and interest in and to the following:

- (a) the equipment listed in Schedule "A" hereto, all licenses or other rights and all records, titles, charts, plans, drawings, specifications, manuals and documents related thereto (the "Equipment");
- (b) all substitutions, renewals or replacements of and additions, improvements and accessions to, such Equipment, and
- (c) all proceeds in any form derived directly or indirectly from any dealing with all or any part of the Equipment or the proceeds therefrom, including all sums realized upon the sale or other disposition of such Equipment and all sums (including insurance proceeds) payable in connection with any loss, damage or destruction of the equipment;

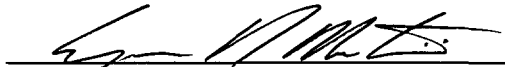
all subject, however, to the exclusions and exceptions specified in the security agreement.

This agreement may be executed in any number of counter-parts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage and security interest in the aforesaid property in favor of the Secured Party and accordingly have caused this summary to be executed by their respective officers thereunto duly authorized as of the date first above written.

LOCOMOTIVE LEASING ASSOCIATES,
L.L.C.

By: Railcar, Ltd., Manager

By: 

Name: *Eugene M. Martini*
Title: *Chief Financial Officer*

BTM CAPITAL CORPORATION

By: _____

Name:

Title:

AFFIDAVIT

STATE OF GEORGIA, COUNTY OF FULTON TO WIT:

On this 30th day of December, 1997, before me personally appeared Eugene N. Martini to me personally known, who being me duly sworn says that Eugene N. Martini is Chief Financial Officer of Railcar, Ltd., a manager of **LOCOMOTIVE LEASING ASSOCIATES, L.L.C.**, that said instrument was signed and sealed on December 30th, 1997, on behalf of said company by authority of its Managers; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



(Notary Seal)

Jay J. Hardin
Notary Public

My commission expires Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

STATE OF _____, COUNTY OF _____ TO WIT:

On this ____ day of _____, 1997, before me personally appeared _____ to me personally known, who being by me duly sworn says that he is _____ of **BTM CAPITAL CORPORATION**, that said instrument was signed and sealed on _____, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

(Notary Seal)

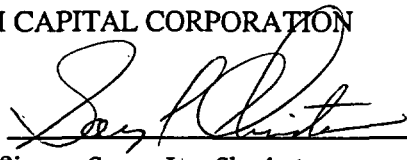
IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage and security interest in the aforesaid property in favor of the Secured Party and accordingly have caused this summary to be executed by their respective officers thereunto duly authorized as of the date first above written.

LOCOMOTIVE LEASING ASSOCIATES,
L.L.C.

By: Railcar, Ltd., Manager

By: _____
Name:
Title:

BTM CAPITAL CORPORATION

By:  _____ mth
Name: Gary L. Christensen
Title: Senior Vice President

SCHEDULE A TO
SUMMARY OF SECURITY AGREEMENT
DESCRIPTION OF THE EQUIPMENT

THIRTY-FOUR (34) GE C30-7 MODEL LOCOMOTIVES LEASED TO THE BURLINGTON
NORTHERN RAILROAD COMPANY

General Description:	Diesel Electric Locomotives Freight Service Six Axles
Model:	C30-7
Year Built:	1979
Manufacturer:	General Electric
Road Numbers:	BN5013 BN5014 BN5015 BN5016 BN5017 BN5018 BN5019 BN5020 BN5021 BN5022 BN5023 BN5024 BN5025 BN5026 BN5027 BN5028 BN5029 BN5030 BN5031 BN5032 BN5033 BN5034 BN5035 BN5036 BN5037 BN5038 BN5039 BN5040 BN5041 BN5042 BN5043 BN5044 BN5045 BN5046
Horsepower:	3,000 HP
Engine:	GE FDL 16 Cylinder Turbocharged
Traction Alternator:	GTA 11
Traction Motors:	GE 752

AFFIDAVIT

STATE OF GEORGIA, COUNTY OF FULTON TO WIT:

On this ____ day of _____, 1997, before me personally appeared _____ to me personally known, who being me duly sworn says that Eugene N. Martini is Chief Financial Officer of Railcar, Ltd., a manager of **LOCOMOTIVE LEASING ASSOCIATES, L.L.C.**, that said instrument was signed and sealed on _____, 1997, on behalf of said company by authority of its Managers; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires:

(Notary Seal)

STATE OF Massachusetts, COUNTY OF Suffolk TO WIT:

On this 31st day of December, 1997, before me personally appeared Gary L. Christensen to me personally known, who being by me duly sworn says that he is Senior Vice President of **BTM CAPITAL CORPORATION**, that said instrument was signed and sealed on December 29, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mark A. Nelson
Notary Public

My commission expires: 7/1/99

(Notary Seal)